

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

BIS ADVANCED SOFTWARE SYSTEMS,
LTD.,

Plaintiff,

v.

RED BEND SOFTWARE, INC.,
RED BEND, LTD.,
TIME WARNER INC.,
ICQ, INC.
INSTALLSHIELD SOFTWARE CORP.,
and
SCANSOFT, INC.

Defendants.

Civil Action No. 04cv11960 (RWZ)

**INSTALLSHIELD SOFTWARE CORPORATION'S
RESPONSE TO BIS'S FIRST SET OF REQUESTS
FOR PRODUCTION OF DOCUMENTS AND THINGS**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, Defendant
Installshield Software Corporation ("Installshield") responds to BIS's First Set of Requests for
Production of Documents and Things (Nos. 1-35) as follows:

GENERAL OBJECTIONS

Installshield makes the following general objections to each document request:

1. All of the assets and liabilities of Installshield have been purchased by Macrovision Corporation. Accordingly, Installshield has no knowledge or information related to this litigation or the Accused Software Products.
2. Installshield objects to these document requests to the extent that they seek to impose obligations on Installshield inconsistent with and/or beyond the scope of those imposed or authorized by the Federal Rules of Civil Procedure or the Rules of this Court.

3. Installshield objects to these document requests to the extent that they seek disclosure of information that constitutes work product, is protected by the attorney-client privilege or is otherwise privileged or protected from discovery.

4. Installshield objects to the definition of "Installshield" to the extent that it includes any entity other than Installshield Software Corporation.

5. Installshield objects to the use of the term "BIS" as vague and ambiguous, as that term is not defined.

6. Installshield objects to the use of the term "Accused Software Products" to the extent that it includes products or services as to which BIS has not set forth a basis or a claim for a contention of infringement of the '239 patent.

7. Installshield's responses to these document requests are hereby made without waiving or intending to waive, but rather, to the contrary, preserving and intending to preserve:

(a) All questions as to the competence, relevance, materiality, authenticity and admissibility as evidence for any purpose of the information contained in each and every document request, or the subject matter thereof, in any aspect of this or any other court action or judicial or administrative proceeding or investigation;

(b) The right to object on any ground to the use of any such information, or the subject matter thereof, in any aspect of this or any other court action or judicial or administrative proceeding or investigation;

(c) The right to object at any time to a demand for any further response to this or any other request for information; and

(d) The right at any time to supplement this response.

8. Installshield objects to these document requests to the extent they seek disclosure

of information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

9. Installshield objects to these requests to the extent that they are overly broad and unduly burdensome.

10. Installshield objects to these requests as vague, ambiguous and/or unintelligible.

11. Installshield objects to these requests to the extent that they seek documents that contain confidential, proprietary or otherwise sensitive information belonging to Installshield. Installshield will produce such documents subject to an order of the Court protecting the confidential information contained therein.

12. Installshield objects to these requests to the extent that they seek documents that contain confidential, proprietary or otherwise sensitive information belonging to third parties and subject to a confidentiality agreement.

13. Installshield objects to these requests to the extent that they seek information and/or identification of documents already known to BIS or available to BIS from documents in their own files or from public sources.

14. Installshield objects to these requests to the extent that they seek production of documents generated after the filing of the Complaint, that are contained in the files of Installshield's in-house or outside counsel, and other documents prepared by them or at their request or obtained by them after the commencement of this action, on the grounds that such documents are protected from disclosure by the attorney-client and/or attorney work product privileges, and other applicable privileges and exemptions.

15. Installshield's responses are based upon information presently known to it. Installshield reserves the right to rely on any facts, documents, or other evidence which may

develop or subsequently come to its attention, to assert additional objections, and to supplement or amend these responses. Installshield also reserves the right to object to the further disclosure of any document and/or information. Further, the production of any document or thing in response to these requests does not constitute an admission that such document or thing is responsive to the requests.

16. Each of the above General Objections shall be deemed continuing and is incorporated into the specific responses set forth below, whether or not specifically stated in response to each request, and is not waived or in any way limited by the responses below.

RESPONSES TO SPECIFIC DOCUMENT REQUESTS

Subject to and without waiving the foregoing General Objections, Installshield responds to Plaintiffs' document requests as follows:

DOCUMENT REQUEST NO. 1:

All computer-based files which provide the entire source code for all versions of the Accused Software Products which are sufficient to allow the compilation of a functioning copy of each version of the accused software products, including but not limited to, all source files, library files, header or copybook files, project files, make files, control files, libraries, revision control versions of the source code, source files for the routines that are called out in the header files, any copies of security access software and appropriate decryption keys and passwords, and copies of any third-party software products required to unlock or gain access to the source code.

RESPONSE TO DOCUMENT REQUEST NO. 1:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 2:

A sample of each version of each of the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 2:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 3:

All Documents (whether in paper or electronic format) referring or relating to, evidencing, showing in particular, but not limited to the structure, function, or operation of any version of the Accused Software Products, including but not limited to patent applications, copyright registration, notes, correspondence, memoranda, reports, evaluation, survey, study, presentations, technical lectures, talk, samples, advertisements, marketing materials, contracts and agreements such as, without limitation, those relating to venture capital, user guides, product literature, preparatory works, drawings, development documentation, pseudo-code, product documentation, and maintenance documentation, referring or relating to, evidencing, showing the structure, function, or operation of any version of the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 3:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 4:

All Documents internal and/or external complaints, problems, comments, evaluations, survey, analysis, studies or reports regarding the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 4:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 5:

All Documents (whether in paper or electronic format) referring or relating to, evidencing, showing the structure, function, or operation of any version of the Accused Software Products (including but not limited to digital stamp or digital signature), including but not limited to flow charts, flow diagrams, block diagrams or research memoranda, studies, reports, laboratory notebooks, testing written commentary, notes, technical disclosures or other communications.

RESPONSE TO DOCUMENT REQUEST NO. 5:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 6:

All Documents, things, and materials describing, referring or relating to in whole or in part to the differences and/or comparisons between the Accused Software Product InstallShield Update Service and the other Accused Software Products MicroLoader, vCurrent, vBuild, and/or vBuild for InstallShield.

RESPONSE TO DOCUMENT REQUEST NO. 6:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield

does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 7:

All Documents describing, referring or relating to in whole or in part to differences, similarities and/or comparisons between the Accused Software Product and any other product.

RESPONSE TO DOCUMENT REQUEST NO. 7:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 8:

All Documents describing, referring or relating to in whole or in part to differences, similarities and/or comparisons between the Accused Software Product, and the Patent-in-suit and/or Plaintiffs software product, QBU.

RESPONSE TO DOCUMENT REQUEST NO. 8:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 9:

All Documents, things, and material sufficient to identify all Persons who participated in the design or development of all versions of the Accused Software Products or part thereof.

RESPONSE TO DOCUMENT REQUEST NO. 9:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 10:

All Documents, searches, studies, opinions, or evaluations made in connection with the Patent-in-suit, and all documents referring or relating to such searches, studies, opinions, or evaluations including but not limited to issues of novelty, patentability, validity, enforceability, or enforceable scope of the Patent-in-suit.

RESPONSE TO DOCUMENT REQUEST NO. 10:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 11:

All Documents concerning the data and/or other information created, viewed or considered by any expert preparing a report or affidavit on behalf of Defendant, in forming his or her opinion.

RESPONSE TO DOCUMENT REQUEST NO. 11:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 12:

All Documents and things referring to or relating to specifications, including but not limited to marketing requirements, design requirements, functional specifications, detailed design descriptions, test plans, and any other technical or marketing requirements.

RESPONSE TO DOCUMENT REQUEST NO. 12:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 13:

All Documents and things referring to or relating to market or technical research, any studies, patent searches, and/or prior art searches undertaken by the Defendant, or done on Defendant's behalf, including but not limited to, materials and information gathered about the Patent-in-suit or Plaintiff's software product, QBU.

RESPONSE TO DOCUMENT REQUEST NO. 13:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 14:

All Documents referring to or relating to Defendant's first becoming aware of the Patent-in-suit.

RESPONSE TO DOCUMENT REQUEST NO. 14:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 15:

All Documents and things referring to or relating to Defendant's marketing plans, goals and strategies with respect to the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 15:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 16:

All Documents and things referring to or relating to Defendant's marketing of the Accused Software Products, including but not limited to all promotions, demonstrations, presentations, promotional materials and/or offers for sale, licensing and otherwise making available in the United States.

RESPONSE TO DOCUMENT REQUEST NO. 16:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 17:

All Documents and things, referring to, relating, listing, enumerating and/or identifying all Clients, selling, sub-licensing, and otherwise making available and/or using the Accused Software Products, including End-Users.

RESPONSE TO DOCUMENT REQUEST NO. 17:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 18:

All Documents and things referring to or relating the Defendant selling, licensing or otherwise making available the Accused Software Products, including but not limited to any and all proposals, orders, contracts, agreements, and/or invoices.

RESPONSE TO DOCUMENT REQUEST NO. 18:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 19:

All Documents that refer or relate to all sales, and/or license agreement concerning the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 19:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 20:

All Documents and things illustrating, referring to or relating to Defendant's list prices and/or costs associated with the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 20

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 21:

All agreements entered into by the Defendant referring to or relating to installation, maintenance, service and/or warranty of any of the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 21

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 22

All agreements entered into by the Defendant referring to or relating to training any persons on any aspect of the use, installation, maintenance and/or service of the Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 22

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 23

All Documents sufficient to show, on a quarterly basis, forecasted or actual costs of research and development, manufacturing, marketing, advertising, administration, distribution, quality control, warranty, goods and inventory associated with the sale of all Accused Software Products.

RESPONSE TO DOCUMENT REQUEST NO. 23

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 24

All Documents and things referring to or relating to the respective gross and/or net profit in US dollars, realized on and/or in relation to the selling, licensing, and/or otherwise commercializing the Accused Software Products, and a breakdown of such income by Accused

Software Product, on a yearly basis, for every year, from 1999 to present.

RESPONSE TO DOCUMENT REQUEST NO. 24:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 25:

All Documents generated by or on behalf of Defendant or any third party referring to or relating to the Plaintiff and/or Plaintiff's products, including but not limited to communications between Defendant and any third party, press releases, news articles, abstracts, conference papers, advertisements and/or promotional materials.

RESPONSE TO DOCUMENT REQUEST NO. 25:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 26:

All Documents and things which concern, analyze, refer and/or relate to any of the Accused Software Products, whether internal or external communications, to or from Defendant, including but not limited to communications between and among the respective board members, officers, employees, staff members, agents or representatives.

RESPONSE TO DOCUMENT REQUEST NO. 26:

Installshield repeats and realleges all of its General Objections as if fully set forth herein.

Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 27:

All Documents and things illustrating, referring to or relating to the past and present structure and organization of Defendant, including but not limited to organizational charts, incorporation documents and office location(s), any transfer of assets (such as technology, intellectual property rights), or change of corporate name.

RESPONSE TO DOCUMENT REQUEST NO. 27:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 28:

All Documents concerning or in relation to Defendant's document retention, custody, and/or destruction policy(ies) from 1999 to present.

RESPONSE TO DOCUMENT REQUEST NO. 28:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 29:

All Prior Art on which Defendant relies or intends to rely to support claims of invalidity of any of the Patent-in-suit, including but not limited to all Prior Art cited in any opinions and studies regarding the Patent-in-suit.

RESPONSE TO DOCUMENT REQUEST NO. 29:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield

does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 30:

All Documents that refer to, relate to, support or refute Defendant's contentions and belief that it has not infringed and is not infringing the Patent-in-suit.

RESPONSE TO DOCUMENT REQUEST NO. 30:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 31:

All Documents that refer to, relate to, support or refute Defendant's contentions and belief that it has not contributed to infringement and has not induced others to infringe, and is not now contributing to infringement nor inducing others to infringe, the Patent-in-suit.

RESPONSE TO DOCUMENT REQUEST NO. 31:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 32:

All Documents on which Defendant intends to rely at trial and/or hearing within this litigation.

RESPONSE TO DOCUMENT REQUEST NO. 32:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 33:

All Documents passing between Defendant and any person that Defendant may call as a witness at trial and/or hearing within this litigation.

RESPONSE TO DOCUMENT REQUEST NO. 33:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 34:

All Documents and things required to be identified by Fed. R. Civ. P. 26(a) (1).

RESPONSE TO DOCUMENT REQUEST NO. 34:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

DOCUMENT REQUEST NO. 35:

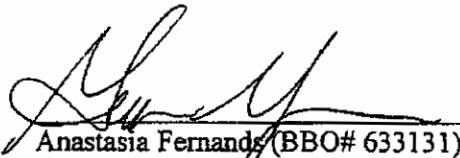
All documents, things, and materials identified in and/or containing information used in preparing Defendant's responses to Plaintiffs First Set of Interrogatories served concurrently herewith.

RESPONSE TO DOCUMENT REQUEST NO. 35:

Installshield repeats and realleges all of its General Objections as if fully set forth herein. Installshield specifically incorporates General Objection No. 1, and on that basis Installshield does not otherwise respond to this document request.

ON BEHALF OF INSTALLSHIELD,

Dated: April 29, 2005



Anastasia Fernandes (BBO# 633131)
GOODWIN PROCTER LLP
53 State Street
Boston, MA 02109
Tel: 617-570-1000
Fax: 617-523-1231

Ethan Horwitz
Georgia Yanchar
GOODWIN PROCTER LLP
599 Lexington Avenue
New York, New York 10022
Tel: 212-813-8800
Fax: 212-355-3333

**ATTORNEYS FOR RED BEND SOFTWARE,
INC., RED BEND, LTD., TIME WARNER
INC., ICQ, INC. and INSTALLSHIELD
SOFTWARE CORP.**

CERTIFICATION OF SERVICE

The undersigned hereby certifies that the service of INSTALLSHIELD SOFTWARE CORPORATION'S RESPONSE TO BIS'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS was made upon Plaintiff BIS Advanced Software Systems, Ltd. on April 29, 2005 by sending a copy to Plaintiff's counsel:

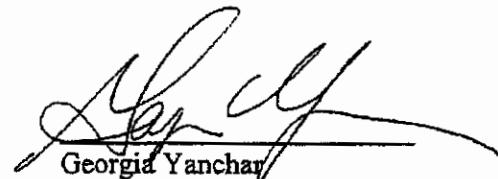
VIA U.S. Mail:

GRIESINGER, TIGHE, & MAFFEI, LLP
Daniel P. Tighe (BBO # 556583)
176 Federal Street
Boston, Massachusetts 02110-2214
Fax: (617) 542-0900
Phone: (617) 542-9900

GREENBLUM & BERNSTEIN, P.L.C.
Neil F. Greenblum
1950 Roland Clarke Place
Reston, Virginia 20191
Fax: (703) 716-1180
Phone: (703) 716-1191

Via Email:

GREENBLUM & BERNSTEIN, P.L.C.
Caitlin Llommedieu
1950 Roland Clarke Place
Reston, Virginia 20191
Fax: (703) 716-1180
Phone: (703) 716-1191



Georgia Yanchay

Dated: April 29, 2005